

EXHIBIT E

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

IN RE: . Case No. 00-3299
CORAM HEALTHCARE, . 824 Market Street
Debtor, . Wilmington, DE 19801
..... March 3, 2003
..... 9:30 A.M.

TRANSCRIPT OF TRUSTEE'S MOTION FOR AUTHORIZATION TO REJECT
THE EXECUTORY CONTRACT OF DANIEL CROWLEY
BEFORE THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY COURT JUDGE

APPEARANCES:

For the Trustee: Schnader Harrison Segal & Lewis,
LLP
By: BARRY E. BRESSLER, ESQ.
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Audio Operator: Jennifer M. Patone

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For Unsecured Creditors:

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For Equity Committee:

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APPEARANCES: (continued)

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Wilmington, DE 19899

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1 and has kept out of whatever monetary claim Mr. Crowley may
2 have against Cerberus.

3 MR. LEVY: Mr. Schreiber said we ought to stick with
4 him. Merely resonance of what the director's witness, Mr.
5 Emerald said, "Well, he's doing a good job, let's stick with
6 him."

7 And the cases that Mr. Bressler talks about do talk
8 about people who in the past have a conflict. I certainly
9 think his past conflict twice colors what happened here today,
10 but it is the ongoing relationship that troubles us so.

11 Thanks.

12 THE COURT: Well, I'm going to deal with the
13 Trustee's motion for approval of the extension. And in doing
14 so, I agree that it is the business judgment rule that I just
15 consider.

16 To express my feelings I'm going to paraphrase
17 someone I think epitomizes the business judgment rule, and that
18 is Warren Buffet. And he has said that the ideal employee is
19 someone who's smart, hard-working and honest. But if the
20 employee isn't honest, you darn well better hope he's stupid
21 and lazy, because otherwise you're in trouble.

22 There is no question in this case that Mr. Crowley is
23 smart, hard-working, a brilliant businessman. But I do not
24 believe he is honest. And his testimony today has not
25 convinced me that he has changed since the last time he

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1 testified.

2 Judge Adams has an impeccable reputation for
3 integrity. Quite frankly, I don't want his reputation or mine
4 sullied by approving continuing employment of an employee that
5 I do not believe to be an honest person. I think being asked
6 today to trust that Mr. Crowley is complying with the Trustee's
7 request simply because there is no proof that he has not
8 complied with the requirements imposed upon him by the Trustee
9 goes too far, given the fact that he has previously failed to
10 disclose relevant information. And quite frankly, the draft
11 documents that were produced continue to show at least in May
12 of 2002, after the appointment of the Trustee, continue to show
13 what I believe is a continuation of Mr. Crowley's continued
14 efforts to continue to get reimbursment from Cerberus for
15 efforts undertaken in this case.

16 It's a belief I have. There is no evidence that an
17 agreement was reached with Cerberus or that Cerberus
18 participated in it, but I think that the drafts show that Mr.
19 Crowley sought to have that continuation, sought to be paid,
20 albeit after confirmation, that is after he was no longer
21 subject to the jurisdiction of this court, sought to get
22 remuneration for efforts taken in this case, which quite
23 frankly is not permissible.

24 And given that belief, I will not approve any
25 extension of employment. I've said before that fortunately or

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1 unfortunately I'm in the position where principles can guide
2 me, even though it may result in financial harm to others. But
3 even saying that, I do take into consideration that my decision
4 will have or may have some adverse effect on the business
5 operations.

6 But I am satisfied that the employees that were put
7 in place before and by Mr. Crowley, the systems that were put
8 in place can survive Mr. Crowley leaving. There are plenty of
9 other competent, in fact, brilliant businessmen who can step
10 in, whether from within this organization or from without.

11 And I think it's more important that the debtor,
12 under the supervision of this Trustee, not be tainted by any
13 suggestion that the senior executive has anything other than
14 100 percent dedication to this entity and to this entity alone.

15 So, I will deny the motion.

16 I'll look for a form of order, Mr. Levy?

17 Need we go any further?

18 UNIDENTIFIED ATTORNEY: I think Mr. Levy has a
19 motion.

20 MR. LEVY: Your Honor, we have a motion, and that
21 motion calls for the termination of Mr. Crowley and an
22 instruction to the Trustee to pursue disgorgement of
23 compensation collected.

24 THE COURT: I'm going to hold that under advisement.

25 MR. LEVY: Thank you.

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1 THE COURT: Because the ramifications of my decision
2 may have an impact on that.

3 MR. LEVY: Thank you very much, Your Honor.

4 THE COURT: All right?

5 We'll stand adjourned.

6 UNIDENTIFIED ATTORNEY: Thank you, Your Honor.

7 (Recording ends)

8 * * *

9 C E R T I F I C A T I O N

10 I, Betsy Wolfe, certify that the foregoing is a
11 correct transcript from the electronic sound recording of the
12 proceedings in the above-entitled matter.

13
14 Betsy Wolfe

15 Betsy Wolfe

March 9, 2003

Date

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EXHIBIT F

UNITED STATES DISTRICT COURT
DISTRICT OF DELAWARE

IN RE: . Case No.: 00-3299
. 00-3300 (MFW)
. 821 North Market Street
CORAM HEALTHCARE CORP. and . Wilmington, Delaware 19801
CORAM, INC. .
Debtors, .
. Date: December 11, 2003
. Time: 10:10 a.m.
.

TRANSCRIPT OF HEARING
BEFORE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY COURT JUDGE

APPEARANCES:

For the Equity Committee: Jenner & Block
By: RICHARD F. LEVY, ESQ.
DAVID J. BRADFORD, ESQ.
C. STEVEN TOMASHEFSKY, ESQ.
ANDERS C. WICK, ESQ.
One IBM Plaza
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Saul Ewing, LLP
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For the RenGen Capital: Monzack and Monaco
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Wilmington, DE 19899

Audio Operator: Lesa Neal

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Stearns - Cross

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1 page there. It says, to make payment under the Trustee's plan
2 to holders have allowed CHC equity interest in an amount equal
3 to the remaining plan funding cash which the parties
4 contemplate will total at least 24 million. That was the
5 amount that you signed on to as of May 2 of this year, isn't
6 that right?

7 A Yeah. I stand corrected.

8 Q And one of the reasons you now believe the amount will be
9 higher than 24 million is that Coram has been doing pretty well
10 this year and has actually amassed a lot of cash, hasn't it?

11 A Correct.

12 Q In fact, you were concerned in the beginning of the year
13 that if Mr. Crawley was not retained Coram's value would
14 diminish, weren't you?

15 A Yes, I was very concerned.

16 Q But in fact you've been pleasantly surprised by Coram's
17 operating results since Mr. Crawley left the company, haven't
18 you?

19 A Well, I've been especially surprised by the cash build.

20 Q But you've been pleasantly surprised by Coram's operating
21 results, haven't you?

22 A Yes.

23 Q All right, let's go back for a moment to your opinion of
24 the settlement's fairness to the equity holders. The reason
25 that you believe the amount that the equity holders might

EXHIBIT G

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

IN RE: . Case No. 03-3299 (MFW) and
. 00-3300 (MFW)
. .
CORAM HEALTHCARE CORP. and .
CORAM, INC., . 824 Market Street
. Wilmington, Delaware 19801
Reorganized Debtors .
. November 3, 2003
. 9:31 a.m.

TRANSCRIPT OF CONFIRMATION HEARING
BEFORE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY COURT JUDGE

APPEARANCES:

For Chapter 11 Trustee: Schnader Harrison Segal
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For the Equity Committee: Jenner & Block
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1 A We did not. We would have no idea of how you would make
2 such an adjustment.

3 Q Nonetheless, you agree that being in bankruptcy has an
4 impact on the company's performance --

5 A Well, it's an interesting question. The company, again,
6 absent the debt, the company is performing remarkably well. Who
7 knows.. One could argue that the management team is both thin in
8 ranks and is preoccupied in much of the time responding to
9 inquiries from lawyers, and that if you freed them to focus all
10 their attention on the business, and if you filled out the
11 management team with the chief executive officer, chief operating
12 officer, and a general counsel, maybe things would go better. I
13 don't know. It's -- I mean, the performance recently has been
14 pretty sensational. Maybe you guys should keep after them, and
15 they'll keep growing at ten percent. I'm not sure.

16 Q But it's been sensational while management has been
17 distracted and the company has been in bankruptcy, all else being
18 equal --

19 A Well, it's been not the whole time. It's been very
20 impressive over the past 18 months.

21 Q And all else being equal you would expect that emerging from
22 bankruptcy would be a positive thing for this company?

23 A I think emerging from bankruptcy is a positive thing for any
24 company.

25 Q And you would expect the company to perform better if it did